Amended and Restated Bylaws of Belgian Warmblood North American District Inc.

d/b/a BWP/NAD and Belgian Warmblood Breeding Organization/North American District

A Florida Nonprofit Corporation

Adopted: 29 September, 2026

Article 1. Name, Status, Purposes, Offices, Emblem, and Seal

1.1. Name and Status

The name of the corporation is Belgian Warmblood North American District Inc. The corporation may conduct its activities under the names BWP/NAD and Belgian Warmblood Breeding Organization/North American District.

The corporation is referred to in these Bylaws as the Organization.

The Organization is organized and shall be operated as a Florida nonprofit corporation under Chapter 617, Florida Statutes, and in accordance with its Articles of Incorporation and these Bylaws.

1.2. Purposes

The purposes of the Organization are to:

(a) Establish, maintain, promote, and operate a nonprofit Organization of breeders, owners, members, associates, and friends of the Belgian Warmblood horse for its promotion, preservation, and appreciation in North America, with appropriate reciprocity and cooperation with Belgian Warmblood organizations in Belgium;

(b) Identify, brand, or otherwise recognize, through the official breeding seal, horses registered with the Organization or in the process of registration, in accordance with Organization rules;

(c) Disseminate information to breeders, owners, members, and friends concerning the breeding, importing, exporting, raising, humane care, riding, showing, and promotion of Belgian Warmblood horses;

(d) Assist the Belgian Warmblood Breeding Organization in Belgium, including Belgisch Warmbloedpaard and any successor or affiliated Belgian authority recognized by the Board of Directors, referred to in these Bylaws as BWP/VZW, in maintaining public registry information concerning Belgian Warmblood horses in Belgium and North America;

(e) Promote and support the performance of Belgian Warmblood horses in eventing, dressage, hunter, jumping, competitive breeding classes, and other sport horse disciplines;

(f) Encourage public understanding, respect, and demand for the Belgian Warmblood horse, its history, breeding, and performance; and

(g) Adhere as closely as practicable to selective breeding standards practiced or approved by BWP/VZW, subject to the Organization's Articles of Incorporation, these Bylaws, applicable law, and policies adopted by the Board of Directors.

1.3. Principal Office, Registered Office, and Other Offices

The principal office of the Organization shall be located at the place designated by the Board of Directors from time to time. The Organization shall maintain a registered office and registered agent in the State of Florida as required by law. The Organization may maintain additional offices, mailing addresses, administrative locations, or operational locations in or outside the State of Florida as the Board of Directors determines.

1.4. Corporate Seal

The Organization may, but is not required to, have a corporate seal. If adopted, the Secretary or Registrar shall have custody of the corporate seal, referred to in these Bylaws as the Seal, and may authorize its use by officers or other persons approved by the Board of Directors. The Seal may be used on certificates of registry, ownership-transfer acknowledgments, and other official documents as authorized by the Board of Directors.

1.5. Emblem and Official Brand

The emblem of the Organization, referred to in these Bylaws as the Emblem, shall be the emblem adopted or approved by the Board of Directors and, to the extent applicable, coordinated with BWP/VZW. The Organization shall own or control the Organization's rights in the Emblem to the extent permitted by law and applicable agreements.

The Emblem may be used as follows:

(a) By the Organization on official documents, publications, promotional items, advertisements, registry materials, and as an official brand;

(b) By members in good standing to denote membership in the Organization and to designate Organization-registered horses in advertising, business cards, stationery, websites, social media, and other appropriate materials, subject to rules adopted by the Board of Directors; and

(c) By nonmembers or members for commercial purposes only under a written license or permission approved by the Board of Directors.

The official brand of the Organization, used for identifying registered horses and horses in the process of becoming registered, shall be the Emblem or such other mark as the Board of Directors may approve. The official brand may be applied only by a qualified person at an official Keuring or other event authorized or sponsored by the Organization, in accordance with Organization rules.

1.6. Relationship with BWP/VZW

The Organization may coordinate with BWP/VZW concerning breeding standards, registry policy, acceptance policy, inspection procedures, and related matters. Unless the Articles of Incorporation, a written agreement approved by the Board of Directors, or these Bylaws provide otherwise, final governance authority for the Organization remains with the Organization's Board of Directors and members as provided in these Bylaws.

Article 2. Membership

2.1. Membership Classes

The Organization shall have the following classes of members:

(a) Breeding Members;

(b) Associate Members;

(c) Five-Year Members, if and to the extent offered by the Board of Directors under rules adopted by the Board;

(d) Lifetime Members;

(e) Distinguished Members, also referred to as Members at Large; and

(f) Such other nonvoting honorary, supporting, or program-based membership categories as the Board of Directors may establish, provided that voting rights may be granted only as stated in these Bylaws or the Articles of Incorporation.

2.2. Breeding Members

Breeding Members may be natural persons or entities, including proprietorships, partnerships, limited liability companies, corporations, farms, family ownership groups, or other entities approved under rules adopted by the Board of Directors.

Breeding Members in good standing are entitled to:

(a) Receive Organization electronic newsletters and publications made available to Breeding Members;

(b) Receive or access the Organization's annual Stallion and Breeding Guide if published;

(c) Present horses at Keurings, National Futurities, Foal Championships, Mare Programs, and other programs established by the Board of Directors;

(d) Vote on matters submitted to the voting members, including elections of directors; and

(e) Hold elected office and serve on committees, subject to eligibility requirements in these Bylaws.

A Breeding Member that is an entity shall designate one natural person to exercise its voting rights and otherwise act as its membership representative. The Organization may require the designation to be in writing.

2.3. Associate Members

Associate Members may be natural persons or entities who desire to support the breeding and performance purposes of the Organization but do not wish to participate as voting Breeding Members. Associate Members may receive Organization electronic newsletters and publications and may be eligible for Organization awards programs with Organization-registered horses, as determined by the Board of Directors. Associate Members are not entitled to vote or hold elected office, but may serve on committees if appointed.

2.4. Five-Year Members

Five-Year Members shall have the rights, privileges, dues structure, and duration established by the Board of Directors. Unless the Board of Directors expressly provides that a Five-Year Member is classified as a Breeding Member for voting purposes, Five-Year Members shall not have voting rights solely by reason of being Five-Year Members.

2.5. Lifetime Members

Lifetime Members are members who satisfy the eligibility requirements and pay the one-time fee established by the Board of Directors, or who otherwise qualify under rules adopted by the Board of Directors. Entities are not eligible to be Lifetime Members unless approved by the Board of Directors under rules applicable to farms, family ownership groups, general partnerships, or similar single-breeding operations.

Lifetime Members have the rights and privileges of Breeding Members for so long as they remain members in good standing. A person who has served two full terms as a

director may be recognized as a Lifetime Member if approved under rules adopted by the Board of Directors.

2.6. Distinguished Members

Distinguished Members are natural persons who have made extraordinary contributions to the development of the Belgian Warmblood horse or the Organization and who are elected as Distinguished Members by at least two-thirds of the votes cast by Breeding Members entitled to vote on the matter.

Unless otherwise determined by the Board of Directors at the time of election or under a policy of general application, all past Presidents, past Executive Directors, and past Chairs who have served in such capacity for at least two consecutive years may be recognized as Distinguished Members with Lifetime Member privileges.

Distinguished Members with Lifetime Member privileges have the rights and privileges of Breeding Members for so long as they remain members in good standing.

2.7. Belgian Liaison

The Board of Directors may select a Belgian Liaison to serve as an intermediary between the Organization and BWP/VZW and to assist the Organization, its Board of Directors, and its members in matters concerning breeding programs, breeding consultation, acquisition, import or export of breeding stock or sport horses, import or export of equine semen, registry coordination, and other activities helpful to the Organization's purposes.

The Belgian Liaison may be a member, officer, director, committee member, contractor, or advisor, as determined by the Board of Directors. The Belgian Liaison shall have only the authority granted by the Board of Directors and shall not bind the Organization unless expressly authorized.

2.8. Application for Membership

Application for membership shall be made in the form and manner prescribed by the Board of Directors and shall be accompanied by payment of applicable dues and fees. The Board of Directors may adopt rules for admission, renewal, denial, reinstatement, and classification of members consistent with the Articles of Incorporation and these Bylaws.

2.9. Membership Year and Fiscal Year

The membership year and fiscal year of the Organization shall be January 1 through December 31, unless changed by the Board of Directors.

2.10. Good Standing

A member is in good standing only if the member has satisfied all financial obligations to the Organization, including applicable dues, fees, invoices, and charges, and is not suspended or expelled. Only members in good standing may vote, hold office, serve on committees, present horses in member-restricted programs, receive member privileges, or exercise other rights of membership.

2.11. Nontransferability

Membership in the Organization is not transferable except as expressly permitted by the Board of Directors under rules adopted by the Board and consistent with applicable law.

2.12. No Shares; No Dividends or Distributions

The Organization shall not issue shares of stock. No dividend shall be paid, and no part of the net earnings or assets of the Organization shall be distributed to members, directors, officers, or private persons except as permitted by law and these Bylaws.

The Organization may pay reasonable compensation for services rendered, reimburse reasonable and properly documented expenses, and provide member benefits that further the Organization's nonprofit purposes, provided that such payments or benefits are approved in accordance with these Bylaws and applicable conflict-of-interest rules. No payment or benefit may constitute an unlawful distribution, private inurement, or improper private benefit.

Article 3. Dues, Fees, Rules, and Programs

3.1. Dues and Fees

The Board of Directors may establish and amend dues, fees, charges, program fees, registration fees, stallion dues, inspection fees, and other amounts payable to the Organization. Dues may vary by membership class. Dues may be waived for Distinguished Members, honorary categories, or other members as determined by the Board of Directors.

3.2. Payment and Refunds

Annual membership dues are payable at the time and in the manner established by the Board of Directors.

Membership dues and program fees are nonrefundable unless the Board of Directors adopts a contrary policy or approves a refund in a specific case.

3.3. Breeding Membership Requirement for Keuring

Unless otherwise permitted by the Board of Directors, a person may not register a horse for Keuring or participate in programs limited to Breeding Members unless applicable Breeding Membership dues and related fees have been paid.

3.4. Rules and Regulations

The Board of Directors may adopt, amend, and repeal rules, regulations, policies, program requirements, registry rules, breeding rules, inspection rules, codes of conduct, and fee schedules as the Board deems necessary or appropriate for the operation and management of the Organization. Such rules and regulations shall be consistent with the Articles of Incorporation and these Bylaws.

3.5. Stallion Dues and Standing

The Board of Directors may establish annual stallion dues and requirements for provisional, licensed, approved, or otherwise recognized stallions. Stallion owners must remain members in good standing and comply with applicable rules. Failure to pay stallion dues, failure to remain in good standing, or violation of these Bylaws or Organization rules may result in loss or suspension of stallion privileges, subject to the procedures in Article 4.

Article 4. Conduct, Discipline, Registry Action, and Grievances

4.1. Standards of Conduct

Members, directors, officers, committee members, agents, and representatives of the Organization shall act ethically and in a manner consistent with the welfare, reputation, purposes, rules, and best interests of the Organization and the Belgian Warmblood horse.

4.2. Grounds for Discipline

The Board of Directors may suspend, expel, censure, place conditions on, or otherwise discipline a member for:

(a) Failure to pay dues, fees, invoices, or other amounts owed to the Organization;

(b) Violation of the Articles of Incorporation, these Bylaws, Organization rules, registry rules, breeding rules, program rules, or codes of conduct;

(c) Submission of incomplete, false, misleading, or fraudulent documentation;

(d) Conduct that is improper, unethical, or materially prejudicial to the welfare, reputation, or best interests of the Organization; or

(e) Other cause determined by the Board of Directors to warrant discipline under rules adopted by the Board.

4.3. Notice and Opportunity to Respond

Except for automatic suspension for nonpayment under Section 4.4 or emergency interim action under Section 4.5, no member shall be suspended, expelled, or otherwise disciplined without written notice of the charges and an opportunity to respond.

The notice shall state the nature of the proposed discipline, the factual basis for the proposed action, the deadline to respond, and the procedure to be followed. Unless a longer period is provided by the Board of Directors, the member shall have at least fourteen days after notice is sent to submit a written response. The Board may, but is not required to, provide an oral hearing.

4.4. Automatic Suspension for Nonpayment

A member who fails to pay dues, fees, invoices, or other amounts owed to the Organization by the applicable due date may be deemed not in good standing and may have membership privileges suspended automatically until all amounts are paid or other arrangements are approved by the Board of Directors or its designee.

4.5. Emergency Interim Action

If the Board of Directors determines that immediate action is necessary to protect the Organization, its members, registry integrity, horses, records, funds, reputation, or operations, the Board may impose interim suspension or restrictions pending completion of the disciplinary process. The affected person shall be given written notice and an opportunity to respond as soon as reasonably practicable.

4.6. Vote Required

Unless a different vote is required by the Articles of Incorporation, these Bylaws, or rules adopted by the Board of Directors, expulsion or suspension of a member for cause other than nonpayment requires the affirmative vote of at least two-thirds of the directors then in office. Other disciplinary action may be approved by majority vote of the directors present at a meeting at which a quorum is present.

4.7. Written Decision

The Board of Directors may issue a written decision stating the discipline imposed and any conditions for reinstatement. The Board may delegate preparation and delivery of the written decision to an officer, committee, or other designee.

4.8. Reinstatement

A suspended or expelled member may apply for reinstatement under procedures and conditions established by the Board of Directors. Reinstatement may be conditioned on payment of amounts owed, completion of a disciplinary period, compliance with

corrective measures, payment of reinstatement fees, or other conditions approved by the Board.

4.9. Effect on Stallion Licenses, Registrations, and Program Privileges

If a disciplined member owns, co-owns, leases, manages, or controls a stallion, horse, registration, breeding privilege, or program entry affected by Organization rules, the Board of Directors may suspend, condition, restrict, or revoke related Organization privileges if the Board determines that such action is appropriate to protect the Organization, registry integrity, members, breeders, purchasers, or the Belgian Warmblood horse.

The Board of Directors may adopt separate rules for notice to co-owners, lessees, breeders, purchasers, or other affected persons. Unless the Board determines otherwise, suspension of a member does not automatically transfer ownership or registry rights and does not affect private contractual rights among owners, breeders, purchasers, or lessees.

4.10. Rescission or Correction of Registrations

The Organization may rescind, correct, suspend, or condition the registration or registry status of a horse if the Board of Directors or its authorized committee determines that documentation is incomplete, inaccurate, false, misleading, fraudulent, or otherwise inconsistent with Organization rules, BWP/VZW standards adopted by the Organization, or registry integrity.

The Organization shall provide reasonable notice and an opportunity to respond to the person or persons shown in Organization records as responsible for the submission, unless immediate interim action is necessary to protect registry integrity.

4.11. Grievances

Any member in good standing, or any other person recognized by the Board of Directors as having a sufficient interest in an Organization matter, may submit a written grievance to the Secretary, Chairman, or Vice Chairman. The grievance shall state the facts, the action or inaction complained of, and the relief requested.

The Board of Directors may resolve the grievance directly, refer it to the Ombudsman Committee, appoint a review panel, or refer it to another committee or officer. The Board of Directors retains final authority unless the Board expressly delegates final authority in writing.

4.12. Ombudsman Committee

The Board of Directors may appoint an Ombudsman Committee to investigate grievances and make recommendations to the Board. The Ombudsman Committee shall consist of at least three persons, including at least one director and at least one member who is not a director, unless the Board determines that different composition is appropriate for a particular matter.

The Ombudsman Committee may review documents, interview persons, request information, and make recommendations. Unless expressly authorized by the Board of Directors, the Ombudsman Committee's recommendations are advisory and are not binding on the Organization.

4.13. Conflicts in Discipline and Grievances

A director, officer, committee member, or other decision-maker with a material conflict of interest in a discipline or grievance matter shall disclose the conflict and may be recused by the Board of Directors from deliberation or voting on the matter.

Article 5. Board of Directors

5.1. General Powers

The affairs, activities, and property of the Organization shall be managed by or under the direction of the Board of Directors, subject to the Articles of Incorporation, these Bylaws, and applicable law.

5.2. Number of Directors

The Board of Directors shall consist of not fewer than four and not more than nine directors. The exact number of directors within that range may be fixed from time to time by resolution of the Board of Directors or by the voting members.

No decrease in the number of directors shall shorten the term of any incumbent director unless permitted by law and approved in the manner required by these Bylaws.

5.3. Qualifications

Each director must:

(a) Be at least twenty-one years of age;

(b) Be a Breeding Member, Lifetime Member with Breeding Member privileges, or Distinguished Member with Breeding Member privileges, in good standing;

(c) Support and promote the purposes, ideals, standards, and rules of the Organization; and

(d) Satisfy any additional qualifications established by the Articles of Incorporation, these Bylaws, or policies adopted by the Board of Directors.

5.4. Directors Serving as Officers

The Chairman, Vice Chairman, and Secretary shall be directors unless the Board of Directors determines that a different structure is in the best interests of the Organization and is permitted by the Articles of Incorporation and applicable law. The Treasurer may, but is not required to, be a director.

5.5. Terms

Directors shall serve four-year terms and until their successors are elected and take office, unless the director earlier resigns, is removed, becomes ineligible, or dies. The Board of Directors may adopt staggered terms or transition rules to maintain continuity.

5.6. Resignation

A director may resign at any time by delivering written notice to the Board of Directors, the Chairman, Vice Chairman, or the Secretary. Unless the notice specifies a later effective date, the resignation is effective upon delivery.

5.7. Removal

A director may be removed with or without cause by the voting members in the manner permitted by law, the Articles of Incorporation, and these Bylaws.

A director may also be removed for cause by the affirmative vote of at least two-thirds of the directors then in office, excluding the director whose removal is being considered. Cause includes loss of eligibility, material violation of these Bylaws or Organization rules, failure to remain a member in good standing, misconduct, breach of fiduciary duty, or three consecutive unexcused absences from regular Board meetings.

Before removal by the Board for cause, the director shall receive written notice of the proposed removal and the grounds for removal and shall have a reasonable opportunity to respond. The director whose removal is being considered shall not vote on the removal.

5.8. Vacancies

A vacancy on the Board of Directors may be filled by the voting members or by the affirmative vote of a majority of the remaining directors, even if the remaining directors constitute less than a quorum, unless the Articles of Incorporation or applicable law requires another method.

A director elected or appointed to fill a vacancy shall serve for the unexpired term of the predecessor director and until a successor is elected and takes office, unless the Board or voting members provide otherwise at the time the vacancy is filled.

5.9. Duties of the Board

Without limiting the general powers of the Board of Directors, the Board shall have authority to:

(a) Establish major administrative policies governing the affairs of the Organization;

(b) Establish membership dues, fees, program fees, and other charges;

(c) Devise and develop policies, in consultation with BWP/VZW where appropriate, for the growth and maintenance of the Organization;

(d) Provide for administrative offices, records, communications, committees, officers, employees, contractors, and agents as needed;

(e) Provide for the proper care of materials, equipment, registry records, intellectual property, and funds of the Organization;

(f) Establish an annual budget and authorize payment of legitimate expenses;

(g) Require financial reports, accountings, audits, reviews, or compilations as the Board determines appropriate;

(h) Appoint and remove officers, committee members, and other representatives as provided in these Bylaws;

(i) Adopt and amend Organization rules, registry rules, breeding rules, program rules, policies, and codes of conduct; and

(j) Exercise all other powers permitted by law, the Articles of Incorporation, and these Bylaws.

Article 6. Meetings of the Board of Directors

6.1. Regular Meetings

The Board of Directors shall hold at least two regular meetings each year, including an annual Board meeting and an interim Board meeting. The annual Board meeting may be held immediately before, during, or after the annual membership meeting or at another time determined by the Board of Directors.

6.2. Place and Remote Participation

Board meetings may be held in or outside the State of Florida, including internationally, at a place designated by the Board of Directors. Board meetings may be conducted in person, remotely, or by hybrid participation through means of communication by which all participating directors may simultaneously hear each other or otherwise participate in a manner permitted by law.

A director participating by authorized remote means is deemed present in person at the meeting.

6.3. Special Meetings

Special meetings of the Board of Directors may be called by the Chairman, the Vice Chairman, or any two directors.

A special meeting shall also be called upon the written request of at least one-half of the directors then in office.

6.4. Notice

Notice of each regular or special Board meeting shall be given to each director at least seven days before the meeting, unless a longer period is required by the Board of Directors or applicable law. Notice may be given personally, by mail, courier, telephone, email, electronic transmission, or other method reasonably designed to give actual notice.

Notice of a special meeting shall state the date, time, place, and remote-access information, if any. Unless required by law, the Articles of Incorporation, or these Bylaws, the notice need not state the purpose of the meeting.

6.5. Waiver of Notice

A director may waive notice of any meeting before or after the meeting. Attendance at a meeting waives any objection to lack of notice or defective notice unless the director objects at the beginning of the meeting and does not thereafter vote for or assent to action taken at the meeting.

6.6. Open Meetings and Executive Sessions

Board meetings may be open to members in good standing, except that the Board of Directors may meet in executive session to discuss confidential, privileged, personnel, disciplinary, legal, financial, registry, strategic, or other sensitive matters. Members attending a Board meeting may speak only if recognized by the presiding officer. A disruptive attendee may be excluded.

6.7. Quorum and Voting

A majority of the directors then in office shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the Board of Directors unless the Articles of Incorporation, these Bylaws, or applicable law requires a greater vote.

6.8. Action Without a Meeting

The Board of Directors may take action without a meeting by written consent or electronic consent to the extent permitted by Florida law. Any such consent shall be filed with the minutes or corporate records.

6.9. Director Proxy Voting

A director may vote by proxy by giving written permission to another voting member of the board. This written statement must be presented before voting. Each director shall exercise independent judgment and vote personally on matters before the Board.

Article 7. Officers

7.1. Officers

The officers of the Organization shall include a Chairman, Vice Chairman, Secretary, and Treasurer. The Board of Directors may also appoint one or more Vice Chairs, Assistant Secretaries, Assistant Treasurers, Registrars, Marketing Chairs, committee chairs, or other officers or agents as the Board determines appropriate.

7.2. Election, Appointment, and Term

Officers shall be elected or appointed by the Board of Directors at the annual Board meeting or at another meeting designated by the Board. Each officer shall serve until a successor is elected or appointed and takes office, unless the officer earlier resigns, is removed, becomes ineligible, or dies.

7.3. Removal

An officer may be removed by the Board of Directors at any time, with or without cause, whenever the Board determines that removal is in the best interests of the Organization.

7.4. Resignation and Vacancies

An officer may resign by delivering written notice to the Board of Directors, the Chairman, or the Secretary. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

7.5. Chairman

The Chairman shall preside at meetings of the Board of Directors and membership unless the Board designates another presiding officer. The Chair shall perform duties assigned by the Board of Directors and shall support implementation of Board policies.

7.6. Executive Director

The Board of Directors may hire an Executive Director, the Executive Director will at no times be a Director of the Organization. The Executive Director may call for a meeting with the Board of Directors. The Executive Director shall see that the programs, orders, policies, and resolutions of the Organization are carried out in accordance with the policies of the Organization and, where applicable, in coordination with BWP/VZW. The Executive Director may manage day-to-day business of the Organization, coordinate the annual Keuring tour, coordinate the Stallion and Breeding Guide, supervise staff or contractors if authorized by the Board, and perform other duties assigned by the Board of Directors.

The Executive Director may be compensated and reimbursed for approved expenses if authorized by the Board of Directors in accordance with these Bylaws and applicable conflict-of-interest procedures.

7.7. Secretary

The Secretary shall keep or cause to be kept minutes of meetings of the Board of Directors and members; oversee the giving of required notices; maintain or supervise membership records; maintain or supervise corporate records assigned by the Board; and perform other duties assigned by the Board of Directors.

7.8. Treasurer

The Treasurer shall supervise the care and custody of the funds and financial records of the Organization; oversee deposits in accounts approved by the Board; provide financial reports at official meetings as requested by the Board; provide an annual financial report; and perform other duties assigned by the Board of Directors.

The Treasurer shall make financial records available for inspection by directors and by members entitled to inspect such records, subject to reasonable procedures, confidentiality protections, and applicable law.

7.9. Registrar

The Registrar or Registrars shall perform duties relating to registration papers, Keuring documentation, registry records, ownership transfers, and other registry functions as assigned by the Board of Directors or Executive Director.

7.10. Multiple Offices

One person may hold more than one office unless prohibited by law, the Articles of Incorporation, or these Bylaws.

Any officer or director may serve as Registrar if appointed.

Article 8. Committees

8.1. Committees Generally

The Board of Directors may establish standing committees, special committees, advisory committees, task forces, and working groups. Committees shall have the powers and duties assigned by the Board of Directors, subject to the Articles of Incorporation, these Bylaws, and applicable law.

8.2. Membership Committee

Unless otherwise provided by the Board of Directors, any member in good standing may serve on a committee. The Board of Directors may appoint committee chairs and committee members and may remove them at any time.

8.3. Committee Meetings and Quorum

A majority of committee members shall constitute a quorum for committee action, unless the Board of Directors provides otherwise. Committee meetings may be held in person, remotely, or by hybrid participation. Committees may act by majority vote of committee members present at a meeting at which a quorum is present, unless the Board provides otherwise.

8.4. Breeding and Registration Committee

The Breeding and Registration Committee shall consist of not fewer than three and not more than seven members unless otherwise determined by the Board of Directors. The committee shall be responsible for maintaining, clarifying, and disseminating breeding and registration rules; organizing and implementing functions relating to breeding, registration, identification, inspection, and approval of breeding stock; and making recommendations to the Board of Directors.

Committee decisions affecting breeding and registration policy shall be subject to approval by the Board of Directors and, to the extent required by written agreement or Board-adopted policy, coordination or approval by BWP/VZW.

8.5. Nominating Committee

The Nominating Committee shall consist of three members unless otherwise determined by the Board of Directors. The committee shall solicit nominations, review

nominees for eligibility, prepare ballots, supervise director elections, and direct balloting procedures, subject to these Bylaws and rules adopted by the Board of Directors.

8.6. Marketing Committee

The Marketing and Awards Committee shall develop programs for Organization participation at horse events; make recommendations concerning marketing, fundraising, auctions, sponsorships, promotion, publications, website, newsletters, social media, and awards; maintain liaison with appropriate equestrian organizations; and perform other duties assigned by the Board of Directors.

8.7. Awards Committee

The Awards and Membership Programs Committee shall maintain and direct annual and lifetime achievement awards programs and other programs designed to recognize and reward achievements of Belgian Warmblood horses and members. The committee may coordinate with FEI, USDF, USEF, USHJA, and other organizations as appropriate.

8.8. Ombudsman Committee

The Ombudsman Committee shall have the duties stated in Article 4 and any additional duties assigned by the Board of Directors.

8.9. Other Committees

The Board of Directors may establish other committees as needed. The Board may define each committee's composition, authority, term, reporting obligations, and procedures.

Article 9. Publications and Communications

9.1. Authorized Publications

The Organization may publish electronic newsletters, special-event notices, the Stallion and Breeding Guide, registry updates, website content, social media content, and other publications approved by the Board of Directors or its designee.

9.2. Electronic Communications

The Organization may use electronic communications for notices, ballots, publications, membership communications, program materials, and other Organization business to the extent permitted by law and these Bylaws.

Article 10. Election of Directors

10.1. Election Cycle

Directors shall be elected on a four-year election cycle unless the Board of Directors adopts staggered terms or a different election schedule consistent with these Bylaws. The Board of Directors may adopt transition rules to implement staggered terms, fill vacancies, or align elections with the Organization's annual meeting.

10.2. Nominations

In each election year, nominations for the Board of Directors shall open on September 1 and close on October 30, unless the Board of Directors sets different dates. Nominations may be made by submission to the Nominating Committee, by members of the Nominating Committee, and by automatic nomination of eligible incumbent directors standing for reelection.

The Nominating Committee shall review nominees for eligibility and prepare a ballot with nominees for the seats to be filled. Candidate biographies may be published or distributed to voting members.

10.3. Voting Members

Only Breeding Members in good standing and other members expressly granted Breeding Member voting rights under these Bylaws may vote for directors.

10.4. Ballots and Voting Method

Director elections may be conducted by mail ballot, electronic ballot, email ballot, secure online voting system, in-person ballot, or other method approved by the Board of Directors and permitted by law. Ballots shall be provided to voting members of record as of the record date established by the Board of Directors.

Each voting member is entitled to one vote for each director seat to be filled. Cumulative voting is not permitted unless required by the Articles of Incorporation.

10.5. Ballot Deadline

Unless the Board of Directors sets a different deadline, ballots must be received by the Organization no later than January 1 following the close of nominations. The Board of Directors may adopt procedures for verifying, counting, and preserving ballots.

10.6. Taking Office

Directors elected by the voting members shall take office on the first day of the year of their first term or on another date established by the Board of Directors.

10.7. Election Irregularities

The Board of Directors may adopt procedures for addressing election irregularities, ballot disputes, recounts, and challenges. The Board's determination shall be final unless otherwise required by law or the Articles of Incorporation.

Article 11. Meetings of Members

11.1. Annual Meeting

The Organization shall hold an annual meeting of Directors at a time and place designated by the Board of Directors, which may be within or outside the State of Florida, including internationally. The annual meeting should ordinarily be held within the first three months of the calendar year unless the Board of Directors determines that another time is appropriate.

Failure to hold an annual meeting at the designated time shall not cause dissolution of the Organization or invalidate otherwise valid Organization action.

11.2. Remote and Hybrid Member Meetings

Member meetings may be held in person, remotely, or by hybrid participation to the extent permitted by law and procedures adopted by the Board of Directors. The Board may adopt procedures for verifying member identity, permitting participation, receiving votes, maintaining records, and ensuring fairness.

11.3. Member-Proposed Agenda Items

Written proposed topics signed by at least five members in good standing and submitted to the Board of Directors at least fourteen days before the scheduled annual meeting shall be included on the agenda or otherwise addressed in a manner determined by the Board. Inclusion on the agenda does not require a vote unless the matter is properly submitted for member action under these Bylaws.

11.4. Special Meetings

A special meeting of members may be called by the Chairman, the Vice Chairman, a majority of the Board of Directors, or members holding not less than ten percent of the votes entitled to be cast on the issue proposed to be considered at the special meeting.

A written demand by members for a special meeting shall be signed and dated by the demanding members, delivered to the Secretary, and shall describe the purpose or purposes for which the meeting is to be held. Only business within the purpose or purposes described in the meeting notice may be conducted at a special meeting.

11.5. Notice of Member Meetings

The Organization shall give written notice of the date, time, place, and, if applicable, remote-access instructions for each annual and special meeting of members. Notice shall be given not fewer than ten and not more than sixty days before the meeting unless a different period is required by law, the Articles of Incorporation, or these Bylaws.

Notice may be given personally, by mail, courier, email, electronic transmission, or another method permitted by law and approved by the Board of Directors. Social media, website posting, or newsletter publication may supplement formal notice but shall not be the sole method of notice unless permitted by law and approved by the Board under procedures reasonably designed to provide notice to voting members.

11.6. Waiver of Notice

A member may waive notice of any meeting before or after the meeting. Attendance at a meeting waives any objection to lack of notice or defective notice unless the member objects at the beginning of the meeting and does not thereafter vote for or assent to action taken at the meeting.

11.7. Record Date

The Board of Directors may fix a record date for determining members entitled to notice, vote, demand a special meeting, or take other action. If the Board does not fix a record date, the record date shall be determined under applicable law.

11.8. Membership List

The Secretary shall make or cause to be made a list of members entitled to notice or vote at a member meeting, arranged by membership class where appropriate, with such information as is required by law and reasonably necessary for the meeting. Inspection of membership lists shall be subject to applicable law, member privacy, confidentiality obligations, and reasonable procedures adopted by the Board of Directors.

11.9. Voting

Each Breeding Member in good standing, and each Lifetime Member or Distinguished Member with Breeding Member voting rights, shall have one vote on each matter submitted to voting members unless the Articles of Incorporation or these Bylaws provide otherwise.

Voting may be conducted by voice vote, show of hands, written ballot, secret ballot, mail ballot, electronic ballot, secure online voting system, or other method approved by the Board of Directors and permitted by law. Director elections and contested disciplinary, removal, or sensitive matters shall be conducted by secret ballot if required by the Board of Directors or requested by a majority of voting members present at the meeting.

11.10. Member Proxies

Voting members may vote by written proxy unless the Board of Directors prohibits proxy voting for a particular vote or adopts procedures requiring direct voting. A proxy must be signed or electronically authorized by the voting member, identify the proxy holder, and be delivered to the Secretary or other person designated by the Organization before the vote. Oral proxies are not permitted.

11.11. Quorum for Member Meetings

Unless a greater quorum is required by the Articles of Incorporation, these Bylaws, or applicable law, the voting members present in person, by authorized remote participation, or by proxy at a duly called annual or special meeting shall constitute a quorum for the matters properly before the meeting.

For amendments to the Articles of Incorporation, merger, sale of substantially all assets, dissolution, or any other fundamental transaction requiring member approval, the quorum and voting requirements shall be those required by law, the Articles of Incorporation, and these Bylaws.

11.12. Member Action Without a Meeting

Any action required or permitted to be taken at a meeting of members may be taken without a meeting by written consent, electronic consent, written ballot, or electronic ballot to the extent permitted by law and procedures adopted by the Board of Directors. Written consents, electronic consents, ballots, and tabulation records shall be filed with the minutes or corporate records.

11.13. Minutes

Written minutes shall be taken at every meeting of the members. Minutes shall be approved by the members or by the Board of Directors as the Board determines appropriate. Approved minutes or summaries may be made available to members in good standing upon request, subject to confidentiality limitations and reasonable procedures adopted by the Board.

Article 12. Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the Organization in cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation, these Bylaws, special rules of order adopted by the Organization, or applicable law.

Article 13. Financial Administration

13.1. Fiscal Year

The fiscal year of the Organization shall be January 1 through December 31 unless changed by the Board of Directors.

13.2. Funds and Depositories

Organization funds shall be deposited in the name of the Organization in banks, credit unions, brokerage accounts, or other depositories approved by the Board of Directors. The Board may authorize officers, employees, contractors, or agents to sign checks, initiate electronic payments, execute contracts, and conduct financial transactions on behalf of the Organization, subject to limits adopted by the Board.

13.3. Budget and Reports

The Board of Directors may adopt an annual budget. The Treasurer shall provide financial reports at meetings as requested by the Board and shall provide an annual financial report. The Board may require an audit, review, compilation, or other financial review as it determines appropriate.

13.4. Compensation and Reimbursement

The Organization may pay reasonable compensation for services rendered and may reimburse reasonable expenses incurred on behalf of the Organization. Compensation and reimbursement shall be authorized by the Board of Directors or under policies adopted by the Board and shall be supported by appropriate documentation.

Directors shall not receive compensation solely for service as directors unless approved by the Board of Directors in accordance with applicable law and conflict-of-interest procedures. Directors may be reimbursed for reasonable expenses incurred in carrying out Organization duties.

13.5. Contracts

The Board of Directors may authorize any officer, employee, contractor, or agent to enter into contracts or execute instruments on behalf of the Organization. Unless authorized by the Board, no person has authority to bind the Organization.

Article 14. Books, Records, and Inspection

14.1. Corporate Records

The Organization shall keep minutes of meetings, the Board of Directors, and committees exercising Board-authorized powers; appropriate accounting records; membership records; registry records; and other records required by law or determined appropriate by the Board of Directors.

14.2. Membership Records

The Organization shall maintain membership records showing the names, contact information, membership class, voting status, good-standing status, admission date, termination date, and reinstatement status of members to the extent reasonably available and appropriate.

14.3. Minutes

Written minutes shall be taken at every meeting of the Board of Directors and members. Minutes shall be reviewed and approved at the next meeting of the applicable body or in another manner approved by the Board of Directors.

14.4. Inspection Rights

Directors and members may inspect Organization records to the extent required by law and subject to reasonable procedures adopted by the Board of Directors. The Organization may protect confidential, privileged, proprietary, disciplinary, registry-sensitive, financial, personal, or legally protected information.

14.5. Electronic Records

The Organization may maintain books, records, minutes, membership records, registry records, ballots, consents, and other documents in electronic form to the extent permitted by law.

Article 15. Conflicts of Interest and Ethics

15.1. Disclosure

Each director, officer, committee member, and other person acting on behalf of the Organization shall disclose any actual or potential conflict of interest concerning a transaction, contract, compensation arrangement, disciplinary matter, registry matter, or other Organization decision.

15.2. Board Procedures

After disclosure of a conflict, the Board of Directors may require the interested person to leave the meeting during discussion or voting, may request information from the interested person, and may approve the matter only if the Board determines that approval is fair, reasonable, and in the best interests of the Organization.

15.3. Conflict Policy

The Board of Directors may adopt a separate conflict-of-interest policy. If a separate policy is adopted, each director, officer, and committee member shall comply with it.

Article 16. Indemnification and Insurance

16.1. Indemnification

To the fullest extent permitted by Florida law, the Organization may indemnify any person who is or was a director, officer, employee, committee member, agent, or representative of the Organization against liability and expenses incurred by reason of serving in that capacity.

16.2. Advancement of Expenses

To the fullest extent permitted by Florida law, the Organization may advance expenses to a person entitled to seek indemnification, subject to any undertaking, approval, or procedure required by law or adopted by the Board of Directors.

16.3. Insurance

The Organization may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, committee member, agent, or representative of the Organization against liability asserted against or incurred by that person in such capacity, whether or not the Organization would have power to indemnify the person against such liability.

16.4. Nonexclusive Rights

The rights provided in this Article are not exclusive of any other rights to which a person may be entitled under law, the Articles of Incorporation, agreement, Board resolution, or otherwise.

Article 17. Amendments

17.1. Amendment by Board or Members

These Bylaws may be adopted, amended, or repealed, and new bylaws may be adopted, by either:

(a) The affirmative vote of a majority of the directors then in office; or

(b) The affirmative vote of a majority of the voting members in good standing entitled to vote on the matter at a meeting called for that purpose or by member action without a meeting.

17.2. Notice of Member Amendments

If members are asked to vote on a bylaw amendment, the notice, ballot, or consent materials shall state or summarize the proposed amendment.

17.3. Limits on Board Amendments

The Board of Directors may not adopt a bylaw amendment that is inconsistent with the Articles of Incorporation, applicable law, or any bylaw provision that expressly provides it may be amended only by the voting members.

17.4. Restatement

The Board of Directors may restate these Bylaws at any time to incorporate amendments previously adopted and to correct numbering, cross-references, typographical errors, formatting, and nonsubstantive drafting issues.

Article 18. Dissolution

18.1. Approval

The Organization may be dissolved in the manner required by Florida law, the Articles of Incorporation, and these Bylaws. If member approval is required or sought, dissolution shall require approval by the Board of Directors and the voting members in the manner required by law.

18.2. Distribution of Assets

Upon dissolution and after payment or provision for payment of all liabilities, the remaining assets of the Organization shall be distributed to one or more properly constituted tax-exempt equine, breed, registry, educational, agricultural, charitable, or other nonprofit organizations selected by the Board of Directors and approved by the voting members if required by law or the Articles of Incorporation.

No assets shall be distributed to any director, officer, member, or private person except in payment of lawful debts, reasonable compensation for services rendered, reimbursement of expenses, or other payments permitted by law.

18.3. Tax-Exempt Requirements

If the Organization is recognized as exempt from federal income tax, dissolution distributions shall be made in a manner consistent with the Organization's tax-exempt status and the Articles of Incorporation.

Article 19. Transition and Governing Documents

19.1. Supersession of Prior Bylaws

These Amended and Restated Bylaws supersede all prior bylaws and bylaw amendments of the Organization as of the date of adoption.

19.2. Florida Governance

The Organization shall be governed as a Florida nonprofit corporation.

19.3. Articles of Incorporation Control

If any provision of these Bylaws conflicts with the Articles of Incorporation or mandatory provisions of applicable law, the Articles of Incorporation and applicable law shall control.

19.4. Policies and Prior Actions

Rules, policies, committee appointments, officer appointments, member classifications, registry decisions, and other actions taken before adoption of these Bylaws remain in effect unless inconsistent with these Bylaws or modified by the Board of Directors.

19.5. Implementation

The Board of Directors may take all actions necessary or appropriate to implement these Bylaws, transition corporate records, update filings, conform policies, notify members, and align Organization practices with Florida law.

Certification

The undersigned certifies that these Amended and Restated Bylaws were duly adopted by the Organization on [Date].

Secretary:

Name:

Date: